

WILLIAMS COMPANIES INC
Form 4
February 26, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Scheel James E.

2. Issuer Name and Ticker or Trading Symbol
WILLIAMS COMPANIES INC
[WMB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Corp Strategic Dev

ONE WILLIAMS CENTER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TULSA, OK 74172

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	02/24/2014		M	6,799	A \$ 0	6,802	D
Common Stock	02/24/2014		F	2,196	D \$ 41.77	4,606	D
Common Stock ⁽¹⁾	02/24/2014		M	5,965	A \$ 0	10,571	D
Common Stock	02/24/2014		F	1,879	D \$ 41.77	8,692	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units ⁽²⁾	\$ 0	02/24/2014		A		3,071		02/24/2014	02/24/2014	Common Stock	3,071
Restricted Stock Units ⁽¹⁾	\$ 0	02/24/2013		M		6,799		02/24/2014	02/24/2014	Common Stock	6,799
Restricted Stock Units ⁽¹⁾	\$ 0	02/24/2014		M		5,965		02/24/2014	02/24/2014	Common Stock	5,965
Restricted Stock Units ⁽³⁾	\$ 0	02/24/2014		A		14,595		02/24/2017	02/24/2017	Common Stock	14,595
Restricted Stock Units	\$ 0	02/24/2014		A		10,055		02/24/2017	02/24/2017	Common Stock	10,055
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A		10,139		02/24/2015	02/24/2024	Common Stock	10,139
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A		10,139		02/24/2016	02/24/2024	Common Stock	10,139
Employee Option (Right to Buy)	\$ 41.77	02/24/2014		A		10,140		02/24/2017	02/24/2024	Common Stock	10,140

